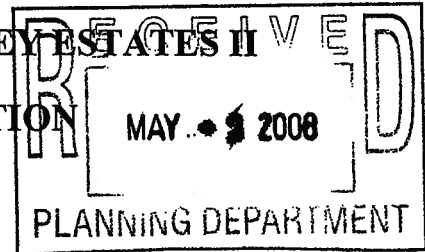


LOUDOUN VALLEY ASSOCIATES, L.P.

ZONING CONCEPT PLAN AMENDMENT APPLICATION

ZCPA 2007-0005, LOUDOUN VALLEY ESTATES II

STATEMENT OF JUSTIFICATION (revised 5/2/08)



PROJECT LOCATION AND OVERVIEW

Loudoun Valley Estates II is an 864-acre planned community located in Eastern Loudoun County south of Ryan Road (Route 772) and west of Broad Run in the Dulles District. The property is zoned PD-H4 and is subject to the proffers and concept plan approved with ZMAP 2002-0011, as amended by ZCPA 2006-0007. Surrounding uses include by-right residential subdivisions to the north and east, the proposed Moorefield Station urban center to the northeast, and the planned community of Brambleton to the west. The Dulles Trade Center II and III PD-GI properties are located to the southeast and south opposite Broad Run.

Loudoun Valley Associates, L.P. (the “*Applicant*”) proposes to amend the approved proffers and concept development plan for ZMAP 2002-0011, as amended by ZCPA 2006-0007, for the un-subdivided portions of Loudoun Valley Estates II (the “*Property*”) to be consistent with the current alignments for Loudoun County Parkway and Creighton Road, and to be consistent with the floodplain limits as defined by an approved floodplain alteration study. This application (the “*Application*”) also proposes to amend the configuration of the 10-acre commercial land bay and the adjoining residential land bay. No density increase is proposed and all other proffer obligations approved with ZMAP 2002-0011 and ZCPA 2006-0007 will remain in effect, as will the zoning modifications approved with ZMAP 2002-0011. The application also requests zoning ordinance modifications regarding the yards, setbacks and buffers in the PD-CC(CC) area, Land Bay 4R.

COMPREHENSIVE PLAN COMPLIANCE

Loudoun Valley Estates II is located within the Dulles Community of the Suburban Policy Area. The Planned Land Use Map adopted with the Revised General Plan designates the planned use of this area as Residential. The Revised General Plan recommends that Residential Neighborhoods be zoned for densities up to 4.0 dwelling units per acre and provide amenities that encourage community interaction and provide recreational opportunities for the residents

The approved PD-H4 district for Loudoun Valley Estates II provides an overall residential density of approximately 3.2 units per acre, offers a variety of housing types (in addition to the requisite ADUs) to promote housing affordability, and provides public sites, recreational amenities and open space areas connected by a pedestrian trail system. It is estimated that approximately 440 acres of the community will be natural open space, parks or landscaped areas. Of this “green” area, approximately 300 acres qualify to satisfy the 30% Parks/Open Space component of the Residential Neighborhood land use mix.

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PROJECT DESCRIPTION

The original concept plan for Loudoun Valley Estates II was approved in April 2004, and the development of the Property now has progressed to the point that more detailed development plans have been prepared to establish the alignments of Loudoun County Parkway and Creighton Road through the property (CPAP 2007-0110 and CPAP 2006-0004), as well as the re-defined limits of the 100-year floodplain (FPST 2002-0015). One element of the Application is to amend the approved concept development plan to be consistent with these defined road alignments and floodplain limits.

The approved concept development plan (the "CDP") depicts the location of the flexible 50-foot management buffer adjacent to the 100-year floodplain. This Application proposes specific mitigation measures that will allow very limited portions of the management buffer to be reduced to no less than 25 feet in width for site development purposes and uses that are not otherwise allowed by Plan policy within the buffer and stream corridor resource area. These mitigation measures – expansion of the management buffer in other locations with replantings or the replanting of deforested areas - will offset any potential impact to the stream corridor related to the limited buffer reductions and will enhance the filtration function of the corridor resource.

The Application also proposes to remove a proffered interparcel road connection between Land Bay 5 and the adjacent portion of Brambleton, which has now been subdivided and developed without a corresponding road connection. In place of the Brambleton street connection, and with the knowledge that an entrance on Loudoun County Parkway cannot be achieved, the Application proposes a second entrance on Creighton Road to provide the necessary access and circulation for Land Bay 5. The location of the entrances on Creighton Road has been determined by VDOT's spacing requirements and by the existing Creighton Road entrance to Brambleton's retail center to the west of Land Bay 5.

Another element of the Application is to adjust the configuration of the 10-acre commercial land bay, Land Bay 4R, as noted on the amended concept development plan (the "CDP"), to accommodate the retail use layouts now being considered for this site. This proposed change will also necessitate a corresponding change to the adjacent residential land bay, Land Bay 3, also as depicted on the CDP. The Application does not propose any change to the approved residential and non-residential densities. Sheet 10 of the CDP also has been revised to clarify the Applicant's original intent to develop both townhouse and multi-family units in Land Bays 3 and 4 at the currently approved densities.

The Application requests three design related zoning modifications in conjunction with the planning for the community-serving commercial center. Specifically, open space buffer and yard modifications are requested to allow for streetscape continuity and community cohesiveness while enhancing the landscaping and screening to preclude adverse impacts on adjacent streets and residential neighborhoods. The attached exhibit depicts the location and density of the proposed enhanced landscaping and screening that will improve upon the existing landscape requirements.

SUMMARY

The Application proposes to amend the approved proffers and CDP for Loudoun Valley Estates II to reflect improvements and conditions depicted on more specific development plans for roads and floodplains, to clarify the access points for Land Bay 5, and to adjust the configuration of the commercial area, along with modifications to improve the design of the commercial area.

The Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission and the Board of Supervisors.

MATTERS FOR CONSIDERATION

1993 ZONING ORDINANCE SECTION 6-1211(E)

- Matter 1. *Whether the proposed zoning district classification is consistent with the Comprehensive Plan.*

The Property is subject to the Revised General Plan's Suburban Policy Area land use recommendations and is designated for Residential development. The proposed ZCPA application (the "*Application*") will not change the Property's existing PD-H4 zoning district classification, which is consistent with the RGP.

- Matter 2. *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*

The Application does not propose a change in zoning.

- Matter 3. *Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate area.*

The Application does not propose to change the approved uses for the Property.

- Matter 4. *Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.*

The Application does not propose a change in zoning.

- Matter 5. *The effect of the proposed rezoning on the County's ground water supply.*

The proposed Application is not anticipated to have any adverse impact on the County's ground water supply.

- Matter 6. *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.*

The proposed Application is not anticipated to have an adverse impact on the structural capacity of the soils.

- Matter 7. *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.*

The proposed Application will not change the approved densities for the Property or alter the proffered transportation commitments.

Matter 8. *Whether a reasonably viable economic use of the subject property exists under the current zoning.*

Not applicable. The current zoning is not being changed.

Matter 9. *The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.*

The Application does not propose a change in zoning.

Matter 10. *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*

Not applicable.

Matter 11. *Whether the proposed rezoning considers the needs of agriculture, industry and businesses in future growth.*

Not applicable.

Matter 12. *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*

Not applicable.

Matter 13. *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*

Not applicable.

Matter 14. *Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County, and the capacity of existing and/or planned public facilities and infrastructure.*

Not applicable.

Matter 15. *The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.*

Not applicable.

Matter 16. *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*

The Application will not impact any such features.

PROPOSED ZONING ORDINANCE MODIFICATIONS

Section 6-1504 Modification Approval Criteria

"No modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation. No modification will be granted for the primary purpose of achieving the maximum density on a site."

1. PD-H DISTRICT COMMERCIAL AREA BUFFER MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-H Planned Development-Housing District

"Section 4-110 Site Planning-Internal Relationships. (J) Planned shopping centers and convenience establishments adjacent to single-family residential, agricultural-residential districts shall provide a permanent open space buffer at least seventy-five (75) feet in width with a Type 3 Buffer Yard. Other nonresidential uses in such perimeter areas shall provide the yards required by Section 4-305(B)(2) or Section 4-505(B)(2), as applicable and at least fifty (50) feet of the required yards shall be devoted to a permanent open space buffer with a Type 3 Buffer Yard."

Proposed Modification

Maintain a minimum 25 foot open space buffer with, as applicable, enhanced Type 3 front yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) or enhanced Type 3 side/rear yard plantings (2 canopy trees, 5 understory trees, 20 shrubs and 6 evergreen trees per 100 lineal feet) for the perimeter areas of Land Bay 4R adjacent to residential land bays.

Justification

- Improve Upon Existing Regulations. The requested modification improves upon the existing regulations because it promotes community cohesiveness and streetscape design continuity by reducing excessive setbacks and buffers that tend to disrupt the connectivity between community-serving commercial uses and the surrounding neighborhoods. The provision of enhanced Type 3 front yard and side/rear yard plantings within a minimum 25-foot wide open space buffer adjacent to residential land bays will provide a higher level of screening than the existing regulations without the expansive areas that unnecessarily segregate uses in the same planned community that commits over 45% of its land area to open space. The requested modification will also provide flexibility in the design of the commercial landbay, thereby helping to ensure the viability of the planned community-serving commercial uses. Please see the attached exhibit.

2. PD-CC(CC) DISTRICT YARD MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

Maintain a minimum 25 foot open space buffer with, as applicable, enhanced Type 3 front yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) or enhanced Type 3 side/rear yard plantings (2 canopy trees, 5 understory trees, 20 shrubs and 6 evergreen trees per 100 lineal feet) for the perimeter areas of Land Bay 4R adjacent to residential land bays in order to screen any parking, outdoor storage, areas for collection of refuse of landing space located between buildings and the residential areas where such uses are visible from the residential areas.

Justification

- **Improve Upon Existing Regulations.** The requested modification improves upon the existing regulations because it promotes community cohesiveness and streetscape design continuity by reducing excessive setbacks and buffers that tend to disrupt the connectivity between community-serving commercial uses and the surrounding neighborhoods. The provision of enhanced Type 3 front yard and side/rear yard plantings within a minimum 25-foot wide open space buffer adjacent to residential land bays will provide a higher level of screening than the existing regulations without the expansive areas that unnecessarily segregate uses in the same planned community that commits over 45% of its land area to open space. The requested modification will also provide flexibility in the design of the commercial landbay, thereby helping to ensure the viability of the planned community-serving commercial uses. Please see the attached exhibit.

3. PD-CC(CC) DISTRICT YARD MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (1) Adjacent to Roads. (b) Community Center (CC). No building, parking, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than (35) feet to any road right-of-way, except as provided in Section 4-206(E). No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and streets where such uses are visible from any road."

Proposed Modification

Maintain a minimum 25 foot yard adjacent to roads on the perimeter of the PD-CC district with enhanced Type 3 front yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) in order to screen any parking, outdoor storage, areas for collection of refuse or landing space located between buildings and the perimeter roads where such uses are visible from the roads.

Justification

- Improve Upon Existing Regulations. The requested modification improves upon the existing regulations because it promotes community cohesiveness and streetscape design continuity by providing a front yard requirement that is more consistent with the front yards required in the adjacent residential areas. The provision of enhanced Type 3 front yard plantings within a minimum 25-foot wide open space buffer adjacent to the perimeter streets will provide a higher level of screening along the streets than the existing regulations. The requested modification will also provide flexibility in the design of the commercial landbay, thereby helping to ensure the viability of the planned community-serving commercial uses. Please see the attached exhibit.



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BY HAND DELIVERY

February 19, 2008

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Project Manager
Department of Planning
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Leesburg, Virginia 20177-7000

**RE: ZCPA 2007-0005, Loudoun Valley Estates II
Response to Initial Review Comments**

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the initial submission of the ZCPA application. Please note that we have added two zoning modifications with respect to the setbacks and buffers for the PD-CC(CC) landbay.

Enclosed please find 15 copies of the revised proffers (clean and comparison copies) and 15 copies of the revised Statement of Justification. Fifteen copies of the revised ZCPA plans will be delivered to you today under separate cover.

The staff review comments are addressed below in chronological order. Each agency's comments are summarized (noted in *Italics*) and followed by our response.

Virginia Department of Transportation (comments dated 11/28/07)

1. *The applicant is informed that the plat submitted reflects only a conceptual layout of the development without any engineering details. Accordingly if a public street network is proposed then no specific design details (alignment/curve data, typical section, etc) is provided so that we can offer a meaningful review. We suggest that at this time the proposed road network be engineered per applicable VDOT design standards to avoid major revisions in future. (Design details need not be shown on the rezoning plat at this time.) At a minimum the following should be considered:*

- *The design of all public roads should be per latest edition of VDOT Road Design Manual and other applicable design standards.*
- *All private streets/entrances should conform to latest edition of VDOT Minimum Standards of Entrances to State Highways.*
- *Meandering road alignments with reverse curves, short curves and broken back tangents are not desirable and should be avoided.*

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- *Length of vertical and horizontal curves should be three (3) and fifteen (or minimum 200') times the design speed respectively.*
- *All intersections should be at ninety-degree angle.*
- *The landscaping proposed along public roads should provide adequate sight distance at every intersection.*
- *Sidewalk, trail and curb-ramps proposed within the right-of-way should conform to the applicable requirements of VDOT standards.*
- *As stated above the information provided in this application is purely conceptual and subject to revision. We will review this plan in detail when preliminary/ or construction plans are submitted in future for approval. We also reserve the right to recommend revision, which may be major in some cases, if design is found unacceptable and not conforming to the applicable VDOT standards.*

Comment acknowledged. All public street construction plans will conform with VDOT standards.

2. *The Loudoun County Countywide Transportation Plan (CTP - last revised 7/23/01) has long recommended that the ultimate typical section of existing Route 659 be a six-lane (U6M) section on 120' right of way, plus additional right of way for turn lanes and bicycle accommodations (see page A1-29). This recommendation was modified by the 10/20/03 adoption of the Bicycle and Pedestrian Mobility Master Plan, which calls for 150' right of way to accommodate bicycle facilities (see page 34). Loudoun County should advise the applicant accordingly.*

We assume the VDOT reviewer intended to reference Loudoun County Parkway rather than Route 659. The approved proffers and CDP for Loudoun Valley Estates II (ZMAP 2002-0011) include commitments for sufficient Loudoun County Parkway right-of-way to accommodate the ultimate 6-lane divided road section plus turn lanes and for a regional bikeway system outside of the public rights-of-way that will be maintained by the HOA. This application does not request any changes to these existing commitments.

Zoning Administration, Department of Building and Development (comments dated 12/4/07)

A. Conformance with the Revised 1993 Loudoun County Zoning Ordinance

1. **Section 4-1400.** *Revise Note #3 on Sheet 2 to specify that portions of the property lie within the Ldn60 1-mile buffer noise contour.*

The referenced note has been revised as requested.

2. **Section 4-1500.** *Revise Note #7 on Sheet 2 to indicate that portions of the property lie within the limits of the Floodplain Overlay District (FOD), and contain areas of both Major and Minor Floodplain.*

The referenced note has been revised as requested.

3. **Section 5-1000.** *Illustrate the Scenic Creek Valley Buffer setbacks on the plans in locations where the major floodplain is less than the setbacks detailed in §5-1002.*

There are no areas on the Property where the Scenic Creek Valley Buffer, as defined in Section 5-1002, exceeds the limits of the proffered 50 foot management buffer adjacent to the major floodplain.

4. **Section 5-1200.** *Revise Note #20 on Sheet 2 to indicate that signage shall comply with §5-1200 generally, not §5-1202(E). In addition, note that signage is subject to ZMOD-2006-0011, Loudoun Valley Villages Sign Plan, approved April 10, 2007.*

The reference note has been revised as requested.

B. Plat Comments

1. *Clarify the limits of the ZCPA. It appears as if the subject parcels were subdivided subsequent to the preparation of the ZCPA. Therefore, the parcel boundaries illustrated throughout the plans are not consistent with County records. Revise the plans to illustrate the current parcel boundaries, or clarify if additional parcels are subject to this application.*

The application plans have been revised to depict the current parcel boundaries for the four parcels that are subject to this application.

2. *Revise Note #2 on Sheet 2, which states that "part" of the subject parcels are subject to this ZCPA. County records indicate that the entirety of the subject parcels are subject to this ZCPA.*

The referenced note has been revised to delete the word "part" from each of the four parcels that are subject to this application.

3. *Revise Note #4 on Sheet 2. County records indicate that the area of the property is 587.73 acres.*

The referenced note has been revised to provide the approximate area of the Property.

4. *Clearly illustrate relocated Creighton Road on Sheet 4.*

Sheet 4 has been revised to depict the location of relocated Creighton Road on the west side of Loudoun County Parkway.

5. Identify the locations of Site 44LD787, Cemetery Site, and Site 44LD787, Structure 53-985, subject to Proffers VIII.B and VIII.C (ZMAP-2002-0011) on the plans.

Site 787 is located in Land Bay 4R, as shown on Sheet 4. The location of this site and adjacent structure 53-985 are also shown on Sheet 6.

6. The Open Space calculations in the Site Tabulations and Proposed Uses chart, PDH District Tabulations chart, and the Revised General Plan Land Use Analysis chart are inconsistent. Correct the discrepancies between the Open Space calculations in these charts.

The Site Tabulations, the PDH District Tabulations and the RGP Land Use Analysis chart all serve different purposes and, therefore, attach different meanings to the term "open space". The Site Tabulations represent the Applicant's characterization of the various land uses proposed for the Property. Clearly, some uses identified under "Community Facilities" include open space elements. The PDH District Tabulations provide the area of total open space as defined by the Zoning Ordinance. The RGP Land Use Analysis provides the area of "allowed" open space as defined by the RGP.

7. The PDH District Tabulations indicates that 39 fewer acres of Open Space are proposed with this ZCPA than with ZMAP-2002-0011 or ZCPA-2006-0007. Provide additional information accounting for the 39 acre loss.

The 39 fewer acres of open space is attributable to areas of private streets and parking areas within residential neighborhoods that were not known at the time the PDH open tabulations were prepared for ZMAP 2002-0011 and subsequently repeated with the tabulations for ZCPA 2006-0007. It is our understanding that private streets and parking areas are not included in the Zoning Ordinance definition of "open space" and, now that these integral elements of the residential neighborhoods are better known, the PDH open space tabulations have been revised to provide a more accurate representation of the amount of open space that can be provided. We note that the estimated 45% open space provided is still significantly higher than the required 30% open space.

8. Clarify on the plans that the modification to the R-8 district requirements detailed on Sheet 10 was approved with ZMAP-2002-0011, and is not proposed with this ZCPA application.

The R-8 district modification note on Sheet 10 has been revised.

C. Zoning Ordinance Modification Request Comments

1. The Applicant is requesting a modification to §7-903(C)(1)(c), to reduce the rear yard requirement for single-family attached dwellings in the R-16 (ADU) district. However, the only land bays in Loudoun Valley Estates II to be administered under the R-16 ADU district regulations are Land Bays 3 and 4, which are designated for multi-family dwellings only. Single-family attached dwellings are not permitted in Land Bays 3 and 4, unless this application is revised accordingly.

The Zoning Ordinance amendments that become effective on December 3, 2007, have negated the need for the previously requested modification and it has been removed from the Application. The R-16 District lot requirements chart provided on Sheet 10 has been revised to clarify that both attached units and multi-family units are intended in Land Bays 3 and 4.

D. Proffer Comments

1. *Revise page 1 of the Proffer Statement to clarify that the proffers, concept development plan, and zoning ordinance modifications approved for ZMAP-2002-0022, as amended by ZCPA-2006-0007, shall remain in full force and effect for the balance of the Loudoun Valley Estates II property.*

The proffer statement has been revised as requested.

Community Planning, Department of Planning (comments dated 12/6/07)

Upon review of the submitted concept Development Plan and revised proffers, it appears that the changes proposed are minor in nature and do not alter the overall intent of the original rezoning. The densities and land use pattern will remain the same with adjustments to road alignment, bridge location, land bay area and floodplain delineation. Staff offers the following comments to the specific changes:

1. Road Alignment and Floodplain Adjustment

The Concept Development Plan has been amended to reflect the established alignments of Loudoun County Parkway and Creighton Road and its associated 100-year floodplain alteration. Staff has no comment.

Comment acknowledged.

2. Reconfiguration of Land Bays 4R and 3B

Land Bay 4R has been adjusted slightly to accommodate the propose retail uses originally approved on this site. Subsequently, Land Bay 3B has also been revised. No changes have made to the densities approved or proffers that govern the development of these parcels. Staff has no comment.

Comment acknowledged.

3. Eliminate Interparcel Connection

The interparcel connection is proposed to be removed from between Land Bay 5 and the adjacent Brambleton development. The Brambleton property has already been developed and there was no interparcel connection provided on that property.

Although a road connection in this location is not possible, the County continues to encourage bicycle and pedestrian linkages to existing adjacent developments (Bike/Ped Plan, Policy 7, p. 22). Pedestrian circulation systems should be provided as convenient, safe and attractive links between residential groupings, open space areas, recreation areas, schools and local shopping

centers (Revised General Plan, text, p. 11-9). Therefore, staff recommends that the applicant consider approaching the Brambleton community about providing a pedestrian connection between the two developments.

Unfortunately, it appears that the recorded lots in the adjacent areas of Brambleton do not provide opportunities for pedestrian connections. The development plans for the Property do, however, provide for a system of pedestrian and bike trails that provide access to adjacent properties by way of Creighton Road, Loudoun County Parkway, Claiborne Parkway and Ryan Road.

4. Additional Entrance to Land Bay 5

An additional entrance from Creighton Road into Land Bay 5 is being proposed in this application. It is intended to replace the currently approved divided single entrance. Staff defers to the Office of Transportation Services to determine if the proposal will improve vehicular circulation as proposed by the applicant.

Comment acknowledged.

5. Zoning Modification Section 7-903

The applicant is proposing a modification to the rear yard setback for the R-16 single-family attached Affordable Dwelling Units (ADU). The proposal would reduce the setback from the required 25 feet to 16 feet, which is consistent with the requirements for R-8 single-family attached units under Section 7-803(C)(1)(c) for ADU Districts. The applicant is proposing to have the rear yards for the ADU's in these sections of the development be consistent in design. Staff agrees with the applicants design proposal and recommends approval of this modification.

We appreciate staff's support. However, the zoning ordinance amendments that became effective on December 3, 2007, changed the Section 7-903(C)(1)(c) SFA minimum rear yard requirement to 15 feet. Therefore, the previously requested modification is no longer needed and has been removed from the Application.

Department of Fire, Rescue and Emergency Management (comments dated 12/11/07)

The Fire and Rescue Planning Staff has no comments.

Acknowledged.

Parks, Recreation and Community Services (comments dated 12/12/07)

1. *Throughout the CDP, please label and delineate the boundary of the future Broad Run Stream Valley Park, proffered as part of ZMAP 2002-0011.*

The CDP has been revised to identify the limits of the Stream Valley Park, as requested.

2. *Existing Creighton Road is labeled on the CDP "To Be Abandoned." As part of a referral review from the Office of Transportation Services for the abandonment of Creighton Road,*

PRCS does not support the abandonment, because the existing right-of-way is the only potential access to the proffered Public Use Site.

The portion of Creighton Road marked as "Relocated" on the CDP is located on the west side of Loudoun County Parkway is for a new segment of Creighton Road that will align with the intersection of Loudoun County Parkway and Evergreen Ridge Drive (the "to be abandoned" label has been removed). The Application does not impact any potential access to the Stream Valley Park.

Furthermore, PRCS and B&D Zoning Staff have been working with the Applicant on providing access to the Public Use Site on the eastern side of the Broad Run Stream Valley Park, proffered as part of ZMAP 2002-0011. PRCS requests that the Applicant provide public vehicular access along the existing Creighton Road right-of-way, from its intersection with future Loudoun County Parkway to the Public Use Site, which will require a crossing over Broad Run.

The Applicant has constructed a bridge crossing over Broad Run to access the 112-acre Loudoun County School Board property (PIN: 122-28-7422), the site of the new Rosa Lee Carter Elementary School, which is adjacent to the Broad Run Stream Valley Park. It is suggested that the southern portion of Broad Run Stream Valley Park located to the east of Broad Run may be accessed from Route 606 by way of existing access easements/rights-of-way over adjacent properties.

3. Concerning proposed Proffer VII.E.2, the Applicant is currently coordinating with PRCS on a potential replanting plan within the floodplain and floodplain buffer. PRCS is in receipt of a "Conceptual Compensatory (Wetland) Mitigation Plan" from the Applicant, and will provide the Applicant with separate comments. PRCS requests that the Applicant clarify that the Mitigation Plan, and the Potential Replanting Areas shown on Sheet 7 of the CDP, are the same.

The proposed Mitigation Plan overlaps portions of the Potential Replanting Areas shown on Sheet 7 of the CDP, but they are not the same areas. Both the approved and proposed Proffer VII.E.2. give the Applicant the discretion to have the plantings "concentrated, dispersed or evenly distributed" within the floodplain and 50-foot management buffer portions of the Potential Replanting Areas. Depending on their location, plantings required as part of the Mitigation Plan may or may not satisfy the replanting commitment contained in Proffer VII.E.2.

In addition, due to the fact that the floodplain boundary constitutes the limits of the future Broad Run Stream Valley Park, PRCS requests that second sentence of the proffer be revised to reflect the following language:

"Such ~~floodplain~~ and floodplain buffer replantings may be concentrated, dispersed or evenly distributed at the Applicant's discretion and shall be done in conjunction with the development of adjacent areas. Floodplain plantings within the future County park shall be approved and coordinated through the Department of Parks, Recreation and Community Services."

The limits of the floodplain do not always coincide with the boundaries of the proffered Broad Run Stream Valley Park, so we are not able to modify the first sentence as suggested above.

The proffers and CDP approved with ZMAP 2002-0011 are clear that the Potential Replanting Areas are all located outside the limits of the Broad Run Stream Valley Park. Therefore, the suggested last sentence above is not appropriate as the approved proffers did not commit to any plantings within the Park area.

4. PRCS requests that the Applicant proffer signage within the Broad Run Stream Valley Park. This may include, but not be limited to, entrance signage, interpretive signage, and trail markers. The signage should meet PRCS standards at the time of installation.

The Applicant is willing to consider some means of assisting PRCS with its signage request. We respectfully request information with respect to the number, size and material of the contemplated signs.

Environmental Review Team, Department of Building and Development (comments dated 12/13/07)

Regarding streams and buffers

1. Although not identified in the statement of justification, this application proposes to change the River and Stream Corridor 50-foot Buffer to a 25-foot minimum and 50-foot maximum Floodplain Buffer. In addition, the revised concept development plan (CDP) depicts land bays encroaching within the Floodplain Buffer. The revised CDP does not comply with the River and Stream Corridor Policies of the Revised General Plan (RGP) and therefore staff does not support this change. Staff recommends honoring the 50-foot buffer that was approved as part of ZMAP-2002-0011, which helps offset the impacts of increased density adjacent to Broad Run. Consistent with River and Stream Corridor Policy 18 (RGP, Page 5-10), landbay limits should be outside of the buffer.

The Statement of Justification has been revised to clarify that the Application proposes adjustments to the buffers along the floodplain areas. We respectfully point out that the RGP specifically states that "The 50-foot management buffer is flexible." (RGP, Page 5-5). The CDP has been revised to depict the 50-foot management buffer adjacent to the floodplain. Proffer VII.H. has been added to clarify the Applicant's intent with respect to the 50-foot management buffer and to provide for reductions to the buffer, as allowed by the RGP policies. We also note that the inclusion of a recommended buffer within the limits of a landbay is not contrary to the RGP inasmuch as the RGP policies allow for numerous uses within the recommended resource and buffer areas that typically would be included within landbays. The approved density for Loudoun Valley Estates II is less than the 4-units per acre recommended by the RGP.

Regarding wetlands

2. For those areas within the Loudoun Valley Estates II development where wetland permits have not yet been issued, staff recommends that the applicant commit to the following wetland and stream mitigation sequencing:

"For any wetland and stream impacts on the property determined to be unavoidable in conjunction with the permitting process, and are not included as part of a wetland permit issued prior to the approval of this application, the applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the Broad Run Watershed of the Transition Policy Area, 3) within the Broad Run Watershed outside the Transition Policy Area but within Loudoun County, and 4) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County staff, the applicant shall be permitted to provide wetland mitigation outside of Loudoun County."

The commitment is consistent with Policy 23 on Page 5-11 of the Revised General Plan (RGP) which states that "the County will support the federal goal of no net loss to wetlands in the County." Furthermore, it should be noted that similar commitments have been provided with recent rezoning applications.

It is anticipated that any required wetlands mitigation will occur on the Property.

Regarding tree cover

3. With this application, "Potential Tree Save Areas" and "Potential Replanting Areas" have been removed from Sheet 7. As these areas apply to existing and proposed proffers, please add them back to the plan sheet.

The noted omissions were an oversight. Sheet 7 has been revised as suggested.

4. As part of this application, staff strongly recommends that the intent of Proffer VII.E.2 be clarified. Although not clearly illustrated on Sheet 7 of the rezoning plan set for ZMAP-2002-0011, staff believes the intent of this commitment is to replant all open areas within the River and Stream Corridor, including all open floodplain, except those areas corresponding to Loudoun County Sanitation Authority (LCSA) easements. The staff report for ZMAP-2002-0011 states that the intent of the reforestation is to recover areas denuded by past agricultural operations and stabilize erosion and sedimentation. The staff report further states that the reforestation will help to mitigate the removal of other forested areas planned for development on the property. Staff does not believe that the proffer was intended to result in open floodplain between the existing vegetation and the replanting area. In addition, based on discussions with the County Forester, the specified planting rate, 100 seedlings per acre, is well below industry standards. To provide a reasonable reforestation approach, staff recommends that the proffer specify a plant stocking of 200-250 hardwood seedlings or 100 1-inch minimum caliper hardwood trees per acre.

The intent of Proffer VII.E.2. was and is to replant only denuded areas of the floodplain and the 50-foot management buffer (previously referred to as "RSCOD" areas) located within the Potential Replanting Areas clearly shown on Sheet 7. Proffer VII.2. has been revised to clarify this intent. The specific denuded areas to be replanted are located outside of the proffered

Broad Run Stream Valley Park to be conveyed to the County. The planting rate, as accepted by the County with ZMAP 2002-0011, has not been changed.

Regarding Historic Resources

5. Based on the revised CDP, the adjusted limits of Land Bay 4R correspond with an existing cemetery, in which the Phase 1 archeological survey recommended avoidance. The Illustrative Plan (Sheet 5) depicts the cemetery in an island in the northeastern corner of the retail site. Staff defers to the Historic Resources Planner in the Department of Planning for specific comments regarding the cemetery and appropriate buffering.

Proffer VIII.B. (ZMAP 2002-0011) includes a commitment to avoid and preserve the cemetery area associated with site 44LD787. This application does not alter this existing commitment.

Regarding soils

6. Please verify that the soils information provided on Sheet 11 reflects the preliminary soils reviews (PSRs) that have been completed for the development. Please update Note 8 on Sheet 2 accordingly.

The soils information on Sheet 11 reflects the County's current GIS information.

Regarding noise

7. Loudoun County Parkway is a planned arterial road. Recent rezoning applications have included commitments to perform a noise analysis and provide noise attenuation measures, if needed, to ensure compliance with the noise policies within the Revised Countywide Transportation Plan. Staff requests information regarding how this development will comply with the noise policies.

The Board of Supervisors April 6, 2004 Findings for Approval for ZMAP 2002-0011, the approved rezoning application that authorized the ongoing PD-H4 development of the Property, stated that the rezoning was consistent with the policies of the Revised Countywide Transportation Plan for mitigation of transportation impacts. This ZCPA application does not propose any changes that effect the proffered improvements to Loudoun County Parkway or the adjacent approved land uses, or that would impact the development's acknowledged compliance with CTP policies.

Regarding Green Building Practices

8. Staff recommends developing a feasible, effective green building commitment for this application. Green building design has become a viable alternative in recent years subsequent to the Board of Supervisor's consideration of the original Loudoun Valley Estates II rezoning application. The Board of Supervisors recently adopted CPAM-2007-0001, housing policy that includes Guiding Principle Policy 12: "The County encourages development that utilizes energy

efficient design and construction principles, promotes high performance and sustainable buildings, and minimizes construction waste and other negative environmental impacts." Several feasible, practicable standards exist for green neighborhood development, including but not limited to EarthCraft, LEED for Homes, and green building standards promulgated by the National Association of Home Builders.

The referenced commitment is also consistent with the General Water Policies supporting long-term water conservation (Policy 1, Page 2-20), the Solid Waste Management Policies supporting waste reduction, reuse, and recycling (Policy 2, Page 2-23), and the Air Quality Policies supporting the creation of pedestrian and bicycle facilities (Policy 1, Page 5-41). Furthermore, the County encourages project designs that ensure long-term sustainability, as discussed in the Suburban Policy Area, Land Use and Pattern Design text (Page 6-2).

No residential uses are proposed with this Application. The land uses entitled by ZMAP 2002-0011 were deemed to be in conformance with the RGP.

Other

9. For clarity, staff recommends identifying on the plans the portions of Loudoun County Parkway, Creighton Road, and the floodplain that have been adjusted with this application to be consistent with the more detailed development plans (CPAP-2005-0074, CPAP-2006-0004, FPST-2002-0015) as described in the statement of justification.

I've been advised that the correct CPAP number for the portion of Loudoun County Parkway located between Evergreen Ridge Drive and Creighton Road is CPAP 2007-0110, not CPAP 2005-0074. The Creighton Road application, CPAP 2006-0004, covers the portion of Creighton Road located between the Property's western property line and the current end of Evergreen Ridge Drive just to the east of future Loudoun County Parkway. FPST 2002-0015 covered all of the Broad Run floodplain located within the Property.

Loudoun County Sanitation Authority (comments dated 12/21/07)

The Sanitation Authority has reviewed the referenced ZCPA and offers no objection to its approval. Public water and sanitary sewer service would be contingent upon the developer's compliance with the Authority's Statement of Policy; Rates, Rules and Regulations; and Design Standards.

Comment acknowledged.

Office of Transportation Services (comments dated 1/7/08)

Amendment 1: OTS has no objections to this alignment change for Loudoun County Parkway providing the B&D project manager for CPAP 2005-0074, Michael Habib, confirms the Concept Plan Amendment conforms with the approved CPAP.

Comment acknowledged.

Amendment 2: OTS has no objections to this alignment change for Creighton Road providing the B&D project manager for CPAP 2006-2004, Bo Liu, confirms the Concept Plan Amendment conforms with the approved CPAP.

Comment acknowledged.

Amendment 3: OTS has no objections to the proposed Land Bay configuration.

Comment acknowledged.

Amendment 4: One of the proposed entrances to Land Bay 5 is located on a curve. Adequate sight distance needs to be confirmed. Turn lanes required by VDOT need to be provided for both entrances. Mr. Liu should be consulted on whether any changes are required to the approved CPAP.

Comment acknowledged.

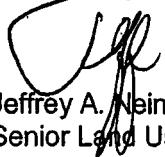
Amendment 5: OTS has no objections to elimination of this interparcel connection since it is not provided for in the relevant Brambleton subdivision.

Comment acknowledged.

We believe this response letter, the revised rezoning plans and the revised draft proffers address the review comments. We look forward to continuing to work with you on this project and having this case scheduled for a Planning Commission hearing in the near future. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Cooley Godward Kronish LLP



Jeffrey A. Nein, AICP
Senior Land Use Planner

Enclosures

cc: Alan Truitt, Toll Brothers, Inc.
Jack Vega, P.E., ESE Consultants, Inc.
Pat Quante, P.E., Bowman Consulting Group, Ltd.
Antonio J. Calabrese, Esq., Cooley Godward Kronish LLP

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BY HAND DELIVERY

May 2, 2008

Michael S. Elabarger
Project Manager
Department of Planning
1 Harrison Street, S.E., 3rd Floor
Leesburg, Virginia 20177-7000

**RE: ZCPA 2007-0005, Loudoun Valley Estates II
Response to Second Review Comments**

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the second submission of the ZCPA application. Please be advised that we have added a third zoning modification in accordance with the Zoning Administration review comments.

Enclosed please find 12 copies of the revised proffers (clean and comparison copies) and 12 copies of the revised Statement of Justification, including a zoning modification exhibit. Twelve copies of the revised ZCPA plans will be delivered to you today under separate cover.

The staff review comments are addressed below in chronological order. Each agency's comments are summarized (noted in *Italics*) and followed by our response.

Parks, Recreation and Community Services (comments dated 3/3/08)

1. *Throughout the CDP, please label and delineate the boundary of the future Broad Run Stream Valley Park, proffered as part of ZMAP 2002-0011. Applicant Response: The CDP has been revised to identify the limits of the Stream Valley Park, as requested. Issue Status: Unresolved. Please label and delineate the proffered park.*

The CDP has been revised to clarify the limits of the Stream Valley Park.

2. *Existing Creighton Road is labeled on the CDP "To Be Abandoned." As part of a referral review from the Office of Transportation Services for the abandonment of Creighton Road, PRCS does not support the abandonment, because the existing right-of-way is the only potential access to the proffered Public Use Site. Furthermore, PRCS and B&D Zoning Staff have been working with the Applicant on providing access to the Public Use Site on the eastern side of the Broad Run Stream Valley Park, proffered as part of ZMAP 2002-0011. PRCS requests that the Applicant provide public vehicular access along the existing Creighton Road right-of-way, from its intersection with future Loudoun County Parkway to the Public Use Site, which will require a crossing over Broad Run. Applicant Response: The portion of Creighton Road marked as "Relocated" on the CDP is located on the west side of Loudoun County*

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Parkway is for a new segment of Creighton Road that will align with the intersection of Loudoun County Parkway and Evergreen Ridge Drive (the "to be abandoned" label has been removed). The Application does not impact any potential access to the Stream Valley Park. The Applicant has constructed a bridge crossing over Broad Run to access the 112-acre Loudoun County School Board property (PIN: 122-28-7422), the site of the new Rosa Lee Carter Elementary School, which is adjacent to the Broad Run Stream Valley Park. It is suggested that the southern portion of Broad Run Stream Valley Park located to the east of Broad Run may be accessed from Route 606 by way of existing access easements/rights-of-way over adjacent properties. Issue Status: PRCS appreciates the Applicant's desire to not abandon Creighton Road and access to the future park on the western side of Broad Run. However, PRCS is still concerned about providing vehicular access to the eastern portion of the future park, specifically the 30-acre Public Use site. Staff acknowledges ZCOR 2007-0244, which determined that the developer of Dulles Trade Center II is responsible for the construction of an interparcel access from Pebble Run Place or Overland Drive to the park. In addition, PRCS desires to connect both passive portions of the Broad Run Stream Valley Park, and respectfully requests that the Applicant provide a pedestrian foot bridge across Broad Run, as a part of the previously proffered 4' wood chip trail system throughout the park. This footbridge would be field located by PRCS Staff at the time of construction.

As an alternative to the suggested pedestrian foot bridge, which would be problematic given the extensive wetlands in the southern portion of the Stream Valley Park, the Applicant is willing to dedicate to the County the 4-acre parcel it owns on the east side of Broad Run (identified on the CDP as PIN: 123-47-8380) as a continuation of the Stream Valley Park. This parcel is located immediately to the south of the Loudoun Reserve Drive bridge constructed by the applicant. The addition of this parcel to the Stream Valley Park would facilitate access to the portions of the park located on the east side of Broad Run. If this solution is accepted by Parks and Recreation, we will add this parcel dedication to the proffer statement.

3. Concerning proposed Proffer VII.E.2, the Applicant is currently coordinating with PRCS on a potential replanting plan within the floodplain and floodplain buffer. PRCS is in receipt of a "Conceptual Compensatory (Wetland) Mitigation Plan" from the Applicant, and will provide the Applicant with separate comments. PRCS requests that the Applicant clarify that the Mitigation Plan, and the Potential Replanting Areas shown on Sheet 7 of the CDP, are the same. In addition, due to the fact that the floodplain boundary constitutes the limits of the future Broad Run Stream Valley Park, PRCS requests that second sentence of the proffer be revised to reflect the following language:

"~~Such floodplain and floodplain buffer replantings~~ may be concentrated, dispersed or evenly distributed at the Applicant's discretion and shall be done in conjunction with the development of adjacent areas. Floodplain plantings within the future County park shall be approved and coordinated through the Department of Parks, Recreation and Community Services."

Applicant Response: The proposed Mitigation Plan overlaps portions of the Potential Replanting Areas shown on Sheet 7 of the CDP, but they are not the same areas. Both the approved and proposed Proffer VII.E.2. give the Applicant the discretion to have the plantings "concentrated, dispersed or evenly distributed" within the floodplain and 50-foot management

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buffer portions of the Potential Replanting Areas. Depending on their location, plantings required as part of the Mitigation Plan may or may not satisfy the replanting commitment contained in Proffer VII.E.2. The limits of the floodplain do not always coincide with the boundaries of the proffered Broad Run Stream Valley Park, so we are not able to modify the first sentence as suggested above. The proffers and CDP approved with ZMAP 2002-0011 are clear that the Potential Replanting Areas are all located outside the limits of the Broad Run Stream Valley Park. Therefore, the suggested last sentence above is not appropriate as the approved proffers did not commit to any plantings within the Park area. Issue Status: Staff held a meeting with the Applicant on February 26, 2008 to discuss revisions to the "Conceptual Compensatory Mitigation Plan" in which the Applicant stated that it was their intent to fulfill and exceed this proffer requirement with the proposed mitigation plan. Staff has requested that the proposed mitigation and proposed proffered replanting areas be delineated on the Mitigation Plan and this ZCPA Plan. Additionally, in conjunction with Comment 1, the boundary of the future Broad Run Stream Valley Park needs to be labeled and clearly delineated on both plans. Furthermore, while the Applicant may not be willing to change the proffer language as previously requested above, PRCS requires to be respectfully notified in writing prior to any disturbance (i.e., tree planting, etc.) on land that is to be dedicated to the County for purposes of public parks, active recreation, or passive open space.

As discussed with staff at our meeting on April 14th, the Mitigation Plan will provide plantings within the Stream Valley Park that are in addition to the plantings proffered in Proffer VII.E.2. to be located within the Property. The Applicant has revised proffer VII.E.2. to allow for the previously proffered plantings to be placed within the Stream Valley Park adjacent to Broad Run at the option of the County.

4. PRCS requests that the Applicant proffer signage within the Broad Run Stream Valley Park. This may include, but not be limited to, entrance signage, interpretive signage, and trail markers. The signage should meet PRCS standards at the time of installation. Applicant Response: The Applicant is willing to consider some means of assisting PRCS with its signage request. We respectfully request information with respect to the number, size and material of the contemplated signs. Issue Status: Staff is currently developing sign standards for PRCS facilities. Further information could be provided at the time of installation.

The Applicant has added a new proffer, VI.B.3., that provides for a \$5,000 contribution to the County for Stream Valley Park signage.

Virginia Department of Transportation (comments dated 3/20/08)

We have reviewed the above application as requested and have no objection to the approval.

Comment acknowledged.

Environmental Review Team, Department of Building and Development (comments dated 3/20/08)

1. Staff does not support the reduction of the 50-foot Management Buffer that was provided as part of ZMAP-2002-0011. As stated in the public hearing staff report for ZMAP-2005-0011, staff believes that reforestation of the full buffer was provided as a commitment to help offset impacts of previous agricultural activities and to mitigate the removal of other forested areas that are developed on the property. In addition, staff finds that proposed Proffer VII.H is inadequate in regards to the following: 1) the areas where encroachments are proposed are currently required to be replanted per Proffer VII.E.2 for ZMAP-2002-0011; 2) the commitment to compensate by planting the equivalent amount of plant materials that are eliminated by the reduction results in very little planting, if any, considering the locations of the encroachments predominantly occur in open areas within the buffer; and 3) the proposed initial stocking level of 100 seedlings per acre is well below industry standards for reforestation. The County currently reviews riparian planting plans that include initial stocking levels of 1,000 seedlings per acre.

Proffer VII.H. has been revised to clarify that any reduction of the 50-foot management buffer will be compensated by the planting of a comparably sized area at a rate of 250 seedlings per acre.

2. Staff recommends that Proffer VII.E.2 be revisited to provide a clear commitment to reforest/enhance the riparian corridor along Broad Run. To provide a reasonable reforestation approach, staff recommends that the commitment specify a minimum plant stocking of 250 hardwood seedlings or 100 1-inch minimum caliper hardwood trees per acre. Staff also supports including language requiring floodplain plantings with the Stream Valley Park to be approved and coordinated through PRCS, as recommended in PRCS's December 12, 2007 comments. Staff understands that Proffer VII.E.2 for ZMAP-2002-0011 refers to the replanting of "denuded RSCOD areas located within the Potential Replanting Areas shown on Sheet 7 of the CDP". Staff also acknowledges that the Stream Valley Park is located between the Potential Replanting Areas and the existing tree cover along Broad Run. However, staff does not believe that the proffer was intended to result in open floodplain between the existing vegetation and the replanting area. This approach is inconsistent with standard riparian reforestation/enhancement practices. As previously stated, staff believes that the intent is to replant all open areas within the River and Stream Corridor Buffer, including open floodplain that corresponds with the Stream Valley Park. In addition, this intent is consistent with the replanting plan the applicant is currently coordinating with Parks, Recreation, and Community Services' (PRCS) as described in the PRCS comments, dated December 12, 2007.

The intent of Proffer VII.E.2. was and is to replant only denuded areas of the floodplain and the 50-foot management buffer (previously referred to as "RSCOD" areas) located within the Potential Replanting Areas clearly shown on Sheet 7. Proffer VII.2. has been revised to clarify this intent. The specific denuded areas to be replanted are located outside of the proffered Broad Run Stream Valley Park to be conveyed to the County. The planting rate has been increased to 250 seedlings per acre. However, in consideration of the 4/14/08 meeting with staff, the Applicant is willing to shift these plantings to denuded areas adjacent to Broad Run at the option of the County. Please see Proffer VII.E.3.

3. *The applicant's responses state that it is anticipated that any required mitigation will occur on the property. Staff supports this approach, however, a formal commitment has not been provided. Staff continues to recommend that the applicant commit to the following wetland and stream mitigation sequencing, which is consistent with Policy 23 on Page 5-11 of the Revised General Plan:*

"For any wetland and stream impacts on the property determined to be unavoidable in conjunction with the permitting process, and are not included as part of a wetland permit issued prior to the approval of this application, the applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the Broad Run Watershed of the Transition Policy Area, 3) within the Broad Run Watershed outside the Transition Policy Area but within Loudoun County, and 4) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County staff, the applicant shall be permitted to provide wetland mitigation outside of Loudoun County."

The suggested language has been added to the proffers as Proffer VII.I.

4. *The statement of justification states that one element of this application is to amend the concept development plan to be consistent with the road alignments and floodplain limits as depicted on CPAP-2007-0110, CPAP-2006-0004, and FPST-2002-0015. However, the alignment of Loudoun County Parkway is not consistent with the alignment proposed with CPAP-2007-0110, adjacent to the central portion of land bays 4 and 5. Likewise, the floodplain limits for the unnamed tributary to Broad Run, adjacent to Creighton Road, is not consistent with FPST-2002-0015. Please review and update as necessary.*

The CDP has been updated as requested.

5. *This application also proposes two separate entrances to Land Bay 5 rather than the currently approved single entrance. The statement of justification states that this proposed change will improve vehicular circulation within Land Bay 5. The additional crossing proposes to traverse minor floodplain. Although road crossings are allowed within the River and Stream Corridor (Policy 18 on Page 5-10), the policies encourage the protection and preservation of stream corridors. Protection of the corridor is difficult to achieve when multiple crossings are proposed in very close proximity to one another (approximately 400 feet from Creighton Road crossing). The second crossing will also result in additional wetland/stream impacts. Staff requests additional information explaining the need for the second crossing.*

As discussed at the 4/14/08 meeting with staff, the second crossing of the minor floodplain is needed because Land Bay 5 contains more than 80 residential units and requires two access points. One potential access point into Brambleton is no longer feasible as the Brambleton subdivision plans did not provide for corresponding interparcel access. An entrance on Loudoun County Parkway is not feasible due to VDOT requirements. The second Creighton Road entrance, which is located to meet VDOT spacing requirements, will have minimal



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wetland/stream impacts and will enhance access to Land Bay 5 and its open space features. The Statement of Justification has been revised to reflect these points.

Zoning Administration, Department of Building and Development (comments dated 3/21/08)

A. Conformance with the Revised 1993 Loudoun County Zoning Ordinance

1. **Section 3-607(C).** *In the Minimum Lot Requirements chart for Land Bays 3 & 4 on Sheet 10, clarify that a maximum of 8, not 10 townhouse units is permitted per building.*

The referenced requirement on Sheet 10 has been revised.

2. **Section 4-205(C)(1)(a).** *Remove this requirement from the plans, as the commercial portion of Land Bay 4 will be administered under the CC (Community Center) requirements, not the NC (Neighborhood Center) requirements.*

The PD-CC lot requirements on Sheet 10 has been revised to state only the requirement for Section 4-205(C)(1)(b).

3. **Section 4-205(C).** *Revise the Minimum Lot Requirements chart for the commercial portion of Land Bay 4 on Sheet 10 to clarify that the PD-CC(CC) district requirements do not specify front, side, and rear yard requirements. Instead, yards are required adjacent to roads, adjacent to agricultural and residential districts and land bays allowing residential units, and adjacent to other nonresidential districts.*

The PD-CC lot requirements on Sheet 10 have been revised as requested.

4. **Section 7-803(D)(3).** *The maximum lot coverage for single family attached units in the R-8 (ADU) district is 75%. Correct the Minimum Lot Requirements chart for Land Bays 1, 2, 5, 6 & 7 on Sheet 10 accordingly.*

The lot requirements on Sheet 10 have been revised to state the maximum lot coverage allowed.

5. **Section 7-903(B).** *It appears as if townhouses are proposed for Land Bays 3 & 4, as the Applicant references the lot width requirements for townhouses, and not quadruplexes. Therefore, specify, in the Minimum Lot Requirements chart for Land Bays 3 & 4 on Sheet 10 that townhouses will be provided.*

The lot requirements for Land Bays 3 and 4 have been revised to specify that the SFA units will be townhouses.

B. Plat Comments

1. On Sheet 10, the Site Tabulations chart states that 101.81 acres of Non-RSCOD Natural Areas have been provided, however, the Revised General Plan Land Use Analysis states that 101.11 acres of Non-RSCOD Natural Areas have been provided. In addition, the Site Tabulations states that 54.49 acres of Buffers/Streetscape Areas have been provided, however, the Revised General Plan Land Use Analysis states that 53.42 acres have been provided. Correct these discrepancies.

The referenced tabulations have been corrected to state 101.11 acres of Non-RSCOD Natural Areas and 53.42 acres of Buffers/Streetscape Areas.

2. In the Minimum Lot Requirements chart for Land Bays 3 & 4 on Sheet 10, remove the maximum units per building requirement for multi-family dwellings from the plans, as the Revised 1993 Loudoun County Zoning Ordinance has been revised to remove this requirement.

The referenced chart on Sheet 10 has been revised as requested.

C. Zoning Ordinance Modification Request Comments

1. Section 4-205(C)(2). The proposed modification addresses the reduction in the width of the required yard, but fails to address screening requirements. The Applicant should specify if and how §4-205(C)(2), which states, "No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas," is being modified. As proposed, no parking, outdoor storage, areas for collection of refuse or loading spaces will be permitted in areas between buildings and the adjacent land bays allowing residential uses where such uses are visible.

The requested modification of Section 4-205(C)(2) has been revised to address the screening matter.

2. The Applicant is requesting modifications to §§4-205(C)(2) and 4-110(J), to reduce the required yard/permanent open space buffer to 25 feet. However, no corresponding modification is requested to §4-205(C)(1)(b), which requires a 35 foot yard. Be advised that a 35 foot yard may be required pursuant to §4-205(C)(2), even if modifications to §§4-205(C)(2) and 4-110(J) are obtained.

Comment acknowledged. A modification of Section 4-205(C)(1)(b) to reduce the 35 foot front yard to 25 feet has been added to the application.

3. The Applicant is requesting modifications to §§4-205(C)(2) and 4-110(J), and proposes the provision of an "enhanced Type 3 buffer yard" with 3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet. However, it is noted that while the proposed

plantings would "enhance" a Type 3 front buffer yard, the proposed plantings do not meet the minimum requirements of the Type 3 side/rear buffer yard. However, no corresponding modification is requested to Table 5-1414(B). Be advised that landscaping materials specified in Table 5-1414(B) may be required even if modifications to §§4-205(C)(2) and 4-110(J) are obtained.

Comment acknowledged. The requested modification has been clarified with respect to enhanced side/rear buffers, as well.

D. Proffer Comments

1. On page 1, reference PIN: 123-46-9478, not PIN: 123-46-9479.

The referenced PIN has been corrected.

2. *Proffer I states that Sheet 6 of the CDP is proffered. Therefore, remove the note from Sheet 6 which states, "This plan is not proffered and is illustrative of general design implementation only!"*

The "not proffered" text has been removed from Note 2 on Sheet 6.

3. For Proffer VII.E., change all references from "the Applicant" to "the Owner."

Proffer VII.E. has been revised as suggested.

4. *For Proffer VII.E., clarify what is meant by "appropriate" deciduous and evergreen native plant species. It is recommended that the Owner identify species "such as, but not limited to..."*

The word "appropriate" has been removed from Proffer VII.E. and the proffer has been revised to provide for the selection of plant species in consultation with the County Urban Forester.

5. *For Proffer VII.E.2, it is stated that plantings "shall be done in conjunction with the development of adjacent areas." Specify when the plantings will be installed (e.g., prior to issuance of zoning permits, prior to occupancy).*

The referenced proffer has been revised to indicate that the plantings will be installed prior to occupancy of the adjacent areas.

6. For Proffer VII.H, change all references from "the Applicant" to "the Owner."

Proffer VII.H. has been revised as suggested.

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7. *Proffer VII.H states that a maximum of 10% of the cumulative total of the 50-foot management buffer area may be reduced. Specify the size of the cumulative total of the 50-foot management buffer area.*

Proffer VII.H. has been revised to specify a maximum total buffer reduction of 1 acre.

8. *For Proffer VII.H, clarify what is meant by "appropriate" deciduous evergreen native plant species. It is recommended that the Owner identify species "such as, but not limited to..."*

The word "appropriate" has been removed from Proffer VII.H. and the proffer has been revised to provide for the selection of plant species in consultation with the County Urban Forester.

9. *For Proffer VII.H, specify when the plantings will be installed (e.g., prior to issuance of zoning permits, prior to occupancy).*

The referenced proffer has been revised to indicate that the plantings will be installed prior to occupancy of the areas adjacent to the reduced buffers.

10. *For Proffer VIII.D, change all references from "the Applicant" to "the Owner."*

Proffer VIII.D. has been revised as suggested.

11. *For Proffer VIII.D, specify when the protective fencing will be installed.*

Proffer VIII.D. has been revised to specify the timing of the fence installation.

12. *For Proffer VIII.D, specify the type of fencing that will be provided.*

Proffer VIII.D. has been revised to specify the type of fencing that will be provided.

E. Statement of Justification Comments

1. *Land Bays 3 and 4, to be administered under the R-16 ADU district regulations, are currently designated for multi-family dwelling units only. This ZCPA also serves to designate Land Bays 3 and 4 for both multi-family and single-family attached dwelling units. The Applicant should revise the Statement of Justification to identify this significant change.*

The Statement of Justification has been clarified as suggested.

Office of Transportation Services (comments dated 3/25/08)

This referral will serve to update the status of the comments in the initial OTS referral of January 7, 2008 based on the applicant's responses dated February 19, 2008.

Amendment 1: Has B&D project manager for CPAP 2005-0074, Michael Habib, confirmed that the Concept Plan Amendment conforms with the approved CPAP? If so, no problem.

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The Applicant defers to staff.

Amendment 2: Has B&D project manager for CPAP 2006-0004, Bo Liu, confirmed that the Concept Plan Amendment conforms with the approved CPAP? If so, no problem.

The Applicant defers to staff.

Amendments 3 and 5: OTS has no objections to the approval of these amendments.

Comment acknowledged.

Amendment 4: Has Bo Liu confirmed whether this amendment requires changes to the CPAP?

The proposed Amendment is intended to reflect the improvements shown on the CPAP.

Conclusion

OTS has no objections to the approval of this application if Mr. Habib and Mr. Liu (B&D) have provided necessary CPAP confirmations.

Comment acknowledged.

Community Planning, Department of Planning (comments dated 4/1/08)

A. ENVIRONMENTAL RESOURCES

1. River and Stream Corridor

Staff recommends the applicant maintain the 50-foot management buffer adjacent to the floodplain as called for in the Plan and as shown on the approved Concept Development Plan ZMAP-2002-0011. If it is the applicant's intent to reduce the buffer limits as shown on the revised CDP, more information should be provided demonstrating how a buffer reduction would not adversely impact the stream corridor resources. The proposed proffer for the 50-foot management buffer does not adequately address the impact to river and stream corridor resources as replanting is not proposed in areas that are currently deforested. Re-plantings are only proposed in areas where the applicant is clearing forest.

Proffer VII.H. has been revised to commit to the replanting of deforested areas of the river and stream corridor to compensate for any buffer reduction.



Michael Elabarger
May 2, 2008
Page Eleven

B. BUFFER MODIFICATIONS FOR RETAIL CENTER

Staff does not recommend approval of the proposed modifications as reducing the setback and open space buffer area is not in conformance with the Retail Plan policies.

The requested modifications have been revised and clarified to demonstrate that the modified yards and buffers will be screened and landscaped to reduce the impacts of the parking and service areas within the retail center.

We believe this response letter, the revised ZCPA plans, the revised draft proffers, and the revised Statement of Justification address the remaining review comments. We look forward to continuing to work with you on this project and to the June 19th Planning Commission public hearing.

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,

Cooley Godward Kronish LLP

A handwritten signature in black ink, appearing to read "Jeffrey A. Mein".

Jeffrey A. Mein, AICP
Senior Land Use Planner

Enclosures

cc: Alan Truitt, Toll Brothers, Inc.
Jack Vega, P.E., ESE Consultants, Inc.
Pat Quante, P.E., Bowman Consulting Group, Ltd.
Antonio J. Calabrese, Esq., Cooley Godward Kronish LLP

355748 v1/RE

A-075

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

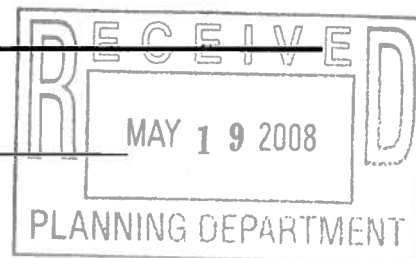
In reference to the Affidavits dated August 2, 2007 for the application of
(enter date of affidavit)

Loudoun Valley Associates, L.P.

(enter name(s) of applicant(s))

in Application Number(s): ZCPA 2007-0005

(enter application number(s))



I, Jeffrey A. Nein, do hereby state that I am an

(check one) applicant (must be listed in Paragraph B of the above-described affidavit)

 X applicant's authorized agent (must be listed in Paragraph B of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____ (enter today's date)

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph B-1

 Paragraph C-1

 X Paragraph B-2

 Paragraph C-2

 X Paragraph B-3

 Paragraph C-3

WITNESS the following signature: _____

(check one)

 applicant X applicant's authorized agent

Jeffrey A. Nein, AICP, Senior Land Use Planner

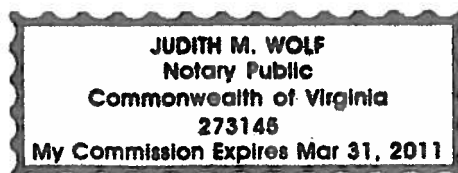
(Type or print first name, middle initial, last name and title of signer)

Subscribed and sworn to before me this 19th day of May, 2008,
in the State/Commonwealth of Virginia, County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission expires: 3/31/2011

333374 v2/RE



A-076

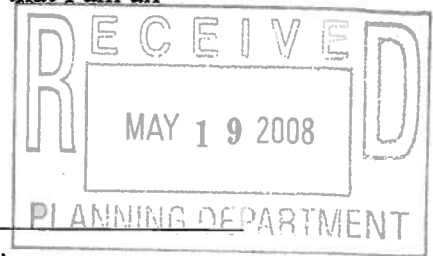
I, Jeffrey A. Nein, do hereby state that I am an

 applicant

 X applicant's authorized agent listed in Section B.1. below

in application Number(s): ZCPA 2007-0005

and that to the best of my knowledge and belief, the following information is true:



B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
122-46-6311 122-26-3229 123-46-9478	Loudoun Valley Associates, L.P. - Alan Truitt	250 Gibraltar Road Horsham, PA 19044	Title Owner/Applicant
123-36-7324	Toll VA, L.P. - Alan Truitt	250 Gibraltar Road Horsham, PA 19044	Title Owner
	Bowman Consulting Group, Ltd. - Pat Quante - Mark Baker	3863 Centerview Drive Suite 300 Chantilly, VA 20151	Agent/Engineer
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen Gillis Snow - Brian Winterhalter - Shane Murphy - Jeffrey A. Nein, AICP - Ben I. Wales - Molly M. Novotny	11951 Freedom Drive Suite 1500 Reston, VA 20190-5656	Agent/Attorney

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 Real Parties of Interest information is continued on an additional copy of page B-1

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Toll VA GP Corp, 250 Gibraltar Rd., Horsham, PA 19044

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Toll Holdings, Inc.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

APPLICATION NUMBER: ZCPA 2007-0005**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Toll Mid-Atlantic LP Company, Inc., 250 Gibraltar Rd., Horsham, PA 19044

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Toll Holdings, Inc.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

APPLICATION NUMBER: ZCPA 2007-0005**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Toll Holdings, Inc., 250 Gibraltar Rd., Horsham, PA 19044

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Toll Brothers, Inc.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

APPLICATION NUMBER: ZCPA 2007-0005**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Toll Brothers, Inc., 250 Gibraltar Rd., Horsham, PA 19044

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

APPLICATION NUMBER: ZCPA 2007-0005**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Bowman Consulting Group, Ltd., 3863 Centerview Drive, Suite 300, Chantilly, VA 20151

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gary Bowman	Patrick Quante
Walter Sampsell III	Michael Bruen
Mark Stires	Donald Zdancewicz
Walter Sampsell, Jr.	Darren Tagg
Michael McCordic	David Frankenfield
Roy Waugh	Doug Wagner
Tom Tanner	Robert Hickey
Justin Mahlmann	Charles Walls
John Lutostanski	Martin Crahan
Jeffrey Blair	Justin Troidl
Mark Baker	Justin Francis
Jamie Crown	Joel Pollard
Patricia Hollar	Michael Pointer
Scott Delgado	Charles Powell
Matthew Tauscher	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 5 of 5 pages.

DATE AFFIDAVIT IS NOTARIZED: May 19, 2008

Page B 3

APPLICATION NUMBER: ZCPA 2007-0005

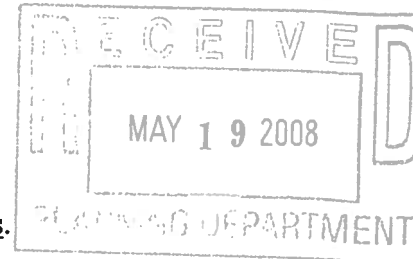
3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Loudoun Valley Associates, L.P., 250 Gibraltar Road, Horsham, PA 19044

☐ (check if applicable) The above-listed partnership has no limited partners.



Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Toll VA GP Corp.	General Partner
Toll Mid-Atlantic LP Company, Inc.	Limited Partner

Check if applicable:

☐ Additional Partnership information is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 1 of 8 pages.

Revised May 10, 2007

A-083

DATE AFFIDAVIT IS NOTARIZED: May 19, 2008

Page B 3

APPLICATION NUMBER: ZCPA 2007-0005

3. **PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Toll VA, L.P., 250 Gibraltar Rd., Horsham, PA 19044

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Toll VA GP Corp.	General Partner
Toll Mid-Atlantic LP Company, Inc.	Limited Partner

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 2 of 8 pages.

Revised May 10, 2007

A-084

APPLICATION NUMBER: ZCPA 2007-0005***PARTNERSHIP INFORMATION***

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Reston, VA 20190X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

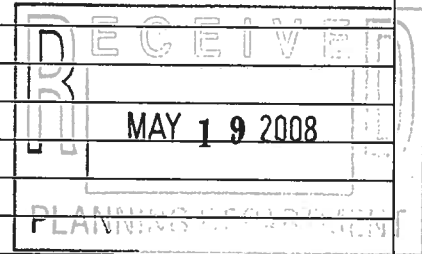
NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Gian-Michele a Marca	Partner
Jane K. Adams	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldway Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner
Keith J. Berets	Partner
Laura A. Berezin	Partner
Russell S. Berman	Partner
Barbara L. Borden	Partner
Jodie M. Bourdet	Partner
Lance W. Bridges	Partner
Matthew J. Brigham	Partner
Robert J. Brigham	Partner
John P. Brockland	Partner
James P. Brogan	Partner
Nicole C. Brookshire	Partner
Matthew D. Brown	Partner
Matthew T. Browne	Partner
Robert T. Cahill	Partner
Antonio J. Calabrese	Partner
Linda F. Callison	Partner
William Lesse Castleberry	Partner
Lynda K. Chandler	Partner
Dennis (nmi) Childs	Partner

Check if applicable:

X Additional Partnership information is included on an additional copy of page B-3.

APPLICATION NUMBER: ZCPA 2007-0005

Ethan E. Christensen	Partner
Richard E. Climan	Partner
Alan S. Cohen	Partner
Thomas A. Coll	Partner
Joseph W. Conroy	Partner
Carolyn L. Craig	Partner
John W. Crittenden	Partner
Janet L. Cullum	Partner
Nathan K. Cummings	Partner
John A. Dado	Partner
Craig E. Dauchy	Partner
Darren K. DeStefano	Partner
Scott D. Devereaux	Partner
Jennifer Fonner Di Nucci	Partner
James J. Donato	Partner
Michelle C. Doolin	Partner
John C. Dwyer	Partner
Robert L. Eisenbach, III	Partner
Brent D. Fassett	Partner
M. Wainwright Fishburn, Jr.	Partner
Keith A. Flaum	Partner
Grant P. Fondo	Partner
Daniel W. Frank	Partner
Richard H. Frank	Partner
William S. Freeman	Partner
Steven L. Friedlander	Partner
Thomas J. Friel, Jr.	Partner
Koji F. Fukumura	Partner
James F. Fulton, Jr.	Partner
Phillip J. Gall	Partner
William S. Galliani	Partner
Stephen D. Gardner	Partner
John M. Geschke	Partner
Kathleen A. Goodhart	Partner
Lawrence C. Gottlieb	Partner
Shane L. Goudey	Partner
William E. Grauer	Partner
Jonathan G. Graves	Partner
Paul E. Gross	Partner
Kenneth L. Guernsey	Partner
Patrick P. Gunn	Partner
Zvi (nmi) Hahn	Partner



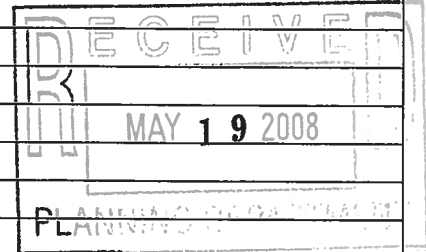
Check if applicable:

X Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 4 of 8 pages.

A-086

APPLICATION NUMBER: ZCPA 2007-0005

John B. Hale	Partner
Andrew (nmi) Hartman	Partner
Amy (nmi) Hartman	Partner
Bernard L. Hatcher	Partner
Matthew B. Hemington	Partner
Cathy Rae Hershcopf	Partner
Gordon (nmi) Ho	Partner
Suzanne Sawochka Hooper	Partner
Tami J. Howie	Partner
Mark M. Hrenya	Partner
Christopher R. Hutter	Partner
Jay R. Indyke	Partner
Craig D. Jacoby	Partner
Eric C. Jensen	Partner
Robert L. Jones	Partner
Barclay J. Kamb	Partner
Richard S. Kanowitz	Partner
Jeffrey S. Karr	Partner
Scott L. Kaufman	Partner
Margaret H. Kavalarris	Partner
J. Michael Kelly	Partner
Jason L. Kent	Partner
James C. Kitch	Partner
Michael J. Klisch	Partner
Barbara A. Kosacz	Partner
Gary M. Kravetz	Partner
Kenneth J. Krisko	Partner
Shira Nadich Levin	Partner
Alan (nmi) Levine	Partner
Michael S. Levinson	Partner
Elizabeth L. Lewis	Partner
Michael R. Lincoln	Partner
James C. T. Linfield	Partner
David A. Lipkin	Partner
Chet F. Lipton	Partner
Samuel M. Livermore	Partner
Douglas P. Lobel	Partner
Mark C. Looney	Partner
Michael X. Marinelli	Partner
John T. McKenna	Partner
Daniel P. Meehan	Partner
Robert H. Miller	Partner
Brian E. Mitchell	Partner
Ann M. Mooney	Partner

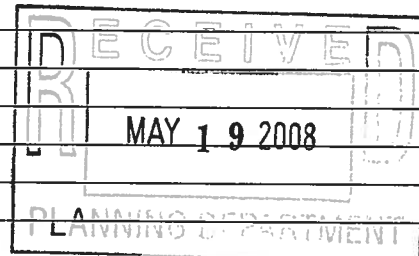


Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 5 of 8 pages.

APPLICATION NUMBER: ZCPA 2007-0005

Gary H. Moore	Partner
Timothy J. Moore	Partner
Webb B. Morrow, III	Partner
Kevin P. Mullen	Partner
Frederick T. Muto	Partner
Ross W. Nadel	Partner
Ryan (nmi) Naftulin	Partner
Stephen C. Neal	Partner
James E. Nesland	Partner
Alison (nmi) Newman	Partner
William H. O'Brien	Partner
Thomas D. O'Connor	Partner
Vincent P. Pangrazio	Partner
Timothy G. Patterson	Partner
Anne H. Peck	Partner
D. Bradley Peck	Partner
Susan Cooper Philpot	Partner
Benjamin D. Pierson	Partner
Frank V. Pietrantonio	Partner
Mark B. Pitchford	Partner
Michael L. Platt	Partner
Christian E. Plaza	Partner
Lori R. E. Ploeger	Partner
Thomas F. Poche	Partner
Anna B. Pope	Partner
Marya A. Postner	Partner
Steve M. Przesmicki	Partner
Seth A. Rafkin	Partner
Frank F. Rahmani	Partner
Thomas Z. Reicher	Partner
Eric M. Reifschneider	Partner
Michael G. Rhodes	Partner
Michelle S. Rhyu	Partner
Paul M. Ritter	Partner
Julie M. Robinson	Partner
Ricardo (nmi) Rodriquez	Partner
Adam C. Rogoff	Partner
Jane (nmi) Ross	Partner
Richard S. Rothberg	Partner
Adam J. Ruttenberg	Partner
Adam (nmi) Salassi	Partner
Thomas R. Salley III	Partner
Glen Y. Sato	Partner

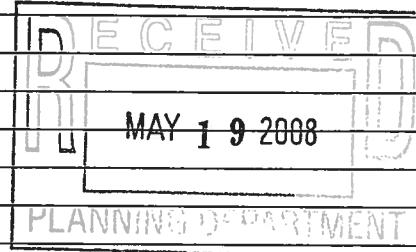


Check if applicable:

X Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 6 of 8 pages.

APPLICATION NUMBER: ZCPA 2007-0005

Martin S. Schenker	Partner
Joseph A. Scherer	Partner
Paul H. Schwartz	Partner
Renee (nmi) Schwartz	Partner
William J. Schwartz	Paartner
Gregory A. Smith	Partner
Whitty (nmi) Somvichian	Partner
Mark D. Spoto	Partner
Wayne O. Stacy	Partner
Neal J. Stephens	Partner
Michael D. Stern	Partner
Anthony M. Stiegler	Partner
Steven M. Strauss	Partner
Myron G. Sugarman	Partner
Christopher J. Sundermeier	Partner
Ronald R. Sussman	Partner
C. Scott Talbot	Partner
Mark P. Tanoury	Partner
Philip C. Tencer	Partner
Gregory C. Tenhoff	Partner
Timothy S. Teter	Partner
John H. Toole	Partner
Michael S. Tuscan	Partner
Edward Van Gieson	Partner
Erich Veitenheimer	Partner
Aaron J. Velli	Partner
Robert R. Vieth	Partner
Lois K. Voelz	Partner
Craig A. Waldman	Partner
Kent M. Walker	Partner
David A. Walch	Partner
David (nmi) Warren	Partner
Steven K. Weinberg	Partner
Thomas S. Welk	Partner
Christopher A. Westover	Partner
Francis R. Wheeler	Partner
Brett D. White	Partner
Peter J. Willsey	Partner
Nancy H. Wojtas	Partner
Nan (nmi) Wu	Partner
John F. Young	Partner
Kevin J. Zimmer	Partner

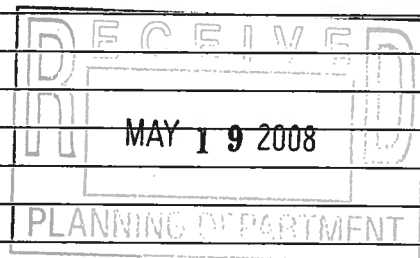


Check if applicable:

X Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 7 of 8 pages.

APPLICATION NUMBER: ZCPA 2007-0005

M. Manuel Fishman	Partner
John (nmi) Hession	Partner
Lester J. Fagen	Partner
Alfred L. Browne III	Partner
Miguel J. Vega	Partner
Patrick J. Mitchell	Partner
Marc (nmi) Recht	Partner
Thomas C. Meyers	Partner
Robert J. Tosti	Partner
Richard S. Sanders	Partner
Robert B. Lovett	Partner
Laura Grossfield Birger	Partner
Jennifer (nmi) Coplan	Partner
Michael H. Knight	Partner
Roel (nmi) Campos	Partner
Wendy J. Brenner	Partner
Samuel S. Coates	Partner
Sally A. Kay	Partner
Jason (nmi) Koral	Partner
Robin J. Lee	Partner
Cliff Z. Liu	Partner
J. Patrick Loofbourrow	Partner
Andrew P. Lustig	Partner
Beatriz (nmi) Mejia	Partner
Erik B. Milch	Partner
Chadwick L. Mills	Partner
Michael E. Tenta	Partner
Brent (nmi) Siler	Partner
John G. Lavoie	Partner



Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.**4. One of the following options must be checked**

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

X Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

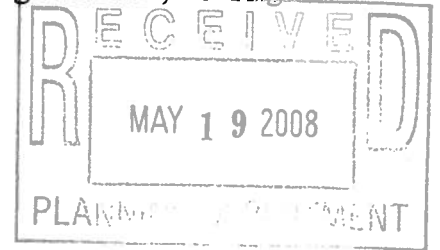
Check if applicable:

 Additional information for Item B. 3. is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 8 of 8 pages.

APPLICATION NUMBER: ZCPA 2007-0005**C. VOLUNTARY DISCLOSURE**

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).



2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

If multiple copies of this page are provided please indicate Page ___ of ___ pages.

DATE AFFIDAVIT IS NOTARIZED: May 19, 2008

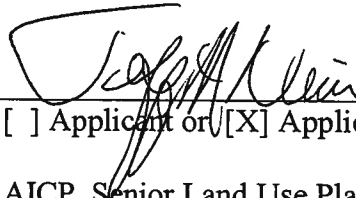
Page D 1

APPLICATION NUMBER: ZCPA 2007-0005

D.

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

WITNESS the following signature:



check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Jeffrey A. Nein, AICP, Senior Land Use Planner

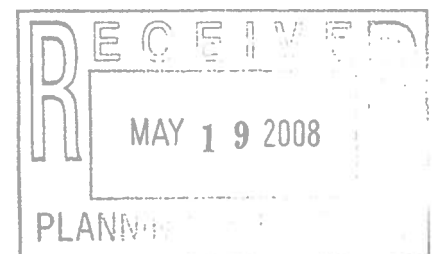
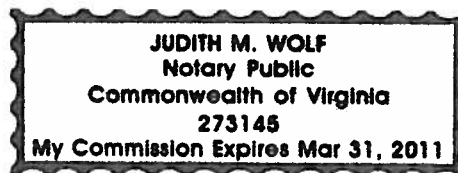
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 19th day of May,
2008, in the State/Commonwealth of Virginia, in the County/City
of Fairfax.



Notary Public

My Commission Expires: 3/31/2011



A-092

**LOUDOUN VALLEY ESTATES II
ZCPA 2007-0005**

PROFFER STATEMENT

~~February 19,~~May 2, 2008

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), Loudoun Valley Associates, L.P., the owner of the property identified as Loudoun County Tax Map 92, Parcels 19, 20 and 23 (PIN: 123-46-9479,9478, 122-26-3229 and 122-46-6311), and Toll VA, L.P., the owner of the property identified as Loudoun County Map 92, Parcel 18 (PIN: 123-36-7324) (collectively, the "Owner") (all properties collectively referred to as the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property identified and labeled "ZCPA Area" on Sheet 4 of the ZCPA Plans, defined below, shall remain subject to the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2002-0011, Loudoun Valley Estates II, as amended by ZCPA 2006-0007, Loudoun Valley Estates II, except as amended below by amended Proffers I., V. I., VII.E.2., and VIII.D., and by new ~~Proffer~~Proffers VI.B.3., VII.E.3., VII.H. and VII.I., and by the Loudoun Valley Estates II Zoning Concept Plan Amendment Plans (the "ZCPA Plans") dated June 22, 2007, as revised through ~~February 14,~~May 2, 2008, prepared by Bowman Consulting Group, Ltd., and included by reference as Exhibit A. The ZCPA Area shall also be subject to the zoning ordinance modifications described in Exhibit B attached hereto. It is further clarified that the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2002-0011, Loudoun Valley Estates II, as amended by ZCPA 2006-0007, Loudoun Valley Estates II, shall remain in full force and effect for the balance of the Loudoun Valley Estates II property rezoned by ZMAP 2002-0011.

All proffers made herein are contingent upon approval of ZCPA 2007-0005, including the ZCPA Plans, and the requested zoning ordinance modifications.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 2, 4, 6 through 8, 10 and 11 (exclusive of

the noted illustratives and typical sections) of the ZCPA Plans. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological studies.

V. TRANSPORTATION

I. Interparcel Connection to Brambleton (DELETED)

VI. CAPITAL FACILITIES

B. Broad Run Stream Valley Park and Nature Trail

3. The Owner shall contribute \$5,000 to the County for the design, purchase, installation and maintenance of signage for the Broad Run Stream Valley Park. The contribution shall be paid to the County within 60 days of the approval of this Application.

VII. ENVIRONMENT

E. Potential Replanting Areas

2. The ~~Applicant~~Owner shall utilize ~~appropriate~~ deciduous and evergreen native plant species, selected in consultation with the County's Urban Forester, at a rate of ~~100~~250 seedlings per acre, to replant denuded floodplain and 50-foot management buffer areas located within the Potential Replanting Areas shown on Sheet 7 of the CDP. Such plantings may be concentrated, dispersed or evenly distributed within the denuded floodplain and 50-foot management buffer areas located within the Potential Replanting Areas at the ~~Applicant~~Owner's discretion in consideration of the location of planned improvements, infrastructure and existing vegetation, ~~and shall be done in conjunction with the development of adjacent areas.~~ Where such plantings are concentrated, the planting rate shall not exceed ~~250~~1,000 seedlings per acre. The plantings shall be done in conjunction with the development of adjacent areas and shall be installed prior to occupancy of such areas. No plantings shall be required in utility or storm water management easements.

3. At the option of the County at the time of site plan review, the Owner shall, in lieu of replanting the areas identified in paragraph 2 above, replant denuded areas adjacent to Broad Run with deciduous and evergreen native plant species, selected in consultation with the County's Urban Forester, at a rate of 400 seedlings per acre. The amount of acreage to be replanted shall be no less than the amount of acreage subject to paragraph 2 above. The location of the replanting areas and the timing of the plantings shall be coordinated with the County's Urban Forester.

H. 50-Foot Management Buffer

The 50-foot management buffer areas shown on the CDP may contain all compatible uses identified in the Revised General Plan's policies for Natural Resource Assets, such as, but not limited to, ponds, stormwater management facilities, utilities, road crossings, bridges, paths and trails, and active and passive recreation. The ~~Applicant~~Owner may reduce the 50-foot management buffer, which is deemed "flexible" by the Revised General Plan, in selected areas to no less than 25 feet in width and by no more than a cumulative total of ~~10% of the total 50-foot management buffer area~~1 acre within the Property, provided that the ~~Applicant~~Owner shall compensate for any such buffer reduction by planting ~~the equivalent amount of plant materials that are eliminated by the reduction within~~an area equivalent to such buffer reduction with deciduous and evergreen native plant species, selected in consultation with the County's Urban Forester, at a rate of 250 seedlings per acre within deforested areas of the 25-foot or greater reduced buffer, other portions of the 50-foot management buffer, and/or floodplain with appropriate deciduous and evergreen native plant species at a rate of 100 seedlings per acre. the floodplain. Such plantings may be concentrated, dispersed or evenly distributed within such areas at the Owner's discretion in consideration of the location of planned improvements, infrastructure and existing vegetation. Where such plantings are concentrated, the planting rate shall not exceed 1,000 seedlings per acre. The plantings shall be installed prior to occupancy of the areas adjacent to the reduced buffers. Uses allowed within the 50-foot management buffer, such as, but not limited to, stormwater management facilities, utilities and trails, shall not constitute reductions of the 50-foot management buffer.

I. Wetlands Mitigation

For any wetland and stream impacts on the Property determined to be unavoidable in conjunction with the permitting process and are not included as part of a wetland permit issued prior to the approval of this Application, the Owner shall provide wetland mitigation in the following priority order: (1) onsite, (2) within the Broad Run Watershed of the Transition Policy Area, (3) within the Broad Run Watershed outside of the Transition Policy Area but within Loudoun County, and (4) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within Loudoun County as verified by County staff, the Owner shall be permitted to provide wetland mitigation outside of Loudoun County.

VIII. HERITAGE RESOURCES

D. Site 44LD782

Site 44LD782 is located partially within a 50-foot management buffer area on the east side of Land Bay 3a (see Sheet 64 of the CDP). The Phase I archeological report done for this area indicates that this site may contain the remains of 19th century tenant and/or slave houses. ~~The Applicant~~Prior to the issuance of grading permits for Land Bay 3a, the Owner shall delineate the limits of this site with a protective fence~~four-foot (4') high welded-wire fence attached to metal posts~~ in order to avoid disturbance. In the event the development of Land Bay 3a intrudes into this site, the procedures outlined in paragraph VIII.A above shall be employed.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

LOUDOUN VALLEY ASSOCIATES, L.P.
a Virginia Limited Partnership

BY: Toll VA GP Corp.
a Delaware corporation
General Partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2008, by _____, as _____ of Toll VA GP Corp., the General Partner of Loudoun Valley Associates, L.P.

Notary Public

My Commission Expires: _____

Owner

TOLL VA, L.P.
a Virginia Limited Partnership

BY: Toll VA GP Corp.
a Delaware corporation
General Partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2008, by _____, as _____ of Toll VA GP Corp., the General Partner of Toll VA, L.P.

Notary Public

My Commission Expires: _____

EXHIBIT A

LOUDOUN VALLEY ESTATES II

ZCPA PLANS

EXHIBIT B

LOUDOUN VALLEY ESTATES II ZONING ORDINANCE MODIFICATION

The following modified section of the Revised 1993 Zoning Ordinance applies to the development of the PD-CC(CC) area, Land Bay 4R.

1. PD-H DISTRICT COMMERCIAL AREA BUFFER MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-H Planned Development-Housing District

"Section 4-110 Site Planning-Internal Relationships. (J) Planned shopping centers and convenience establishments adjacent to single-family residential, agricultural-residential districts shall provide a permanent open space buffer at least seventy-five (75) feet in width with a Type 3 Buffer Yard. Other nonresidential uses in such perimeter areas shall provide the yards required by Section 4-305(B)(2) or Section 4-505(B)(2), as applicable and at least fifty (50) feet of the required yards shall be devoted to a permanent open space buffer with a Type 3 Buffer Yard."

Proposed Modification

Maintain a minimum 25 foot open space buffer with, as applicable, enhanced Type 3 bufferfront yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) for all or enhanced Type 3 side/rear yard plantings (2 canopy trees, 5 understory trees, 20 shrubs and 6 evergreen trees per 100 lineal feet) for the perimeter areas of Land Bay 4R adjacent to residential land bays.

2. PD-CC(CC) DISTRICT YARD MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space

shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

Maintain a minimum 25 foot open space buffer with, as applicable, enhanced Type 3 bufferfront yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) for allor enhanced Type 3 side/rear yard plantings (2 canopy trees, 5 understory trees, 20 shrubs and 6 evergreen trees per 100 lineal feet) for the perimeter areas of Land Bay 4R adjacent to residential land bays in order to screen any parking, outdoor storage, areas for collection of refuse of landing space located between buildings and the residential areas where such uses are visible from the residential areas.

3. PD-CC(CC) DISTRICT YARD MODIFICATION

Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (1) Adjacent to Roads. (b) Community Center (CC). No building, parking, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than (35) feet to any road right-of-way, except as provided in Section 4-206(E). No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and streets where such uses are visible from any road."

Proposed Modification

Maintain a minimum 25 foot yard adjacent to roads on the perimeter of the PD-CC district with enhanced Type 3 front yard plantings (3 canopy trees, 3 understory trees, 20 shrubs and 4 evergreen trees per 100 lineal feet) in order to screen any parking, outdoor storage, areas for collection of refuse of landing space located between buildings and the perimeter roads where such uses are visible from the roads.

